

Sean Dougherty
AVP, Contracts
CIT Rail



December 8, 2009

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 28097 FILED

DEC 16 '09

4:02 PM

SURFACE TRANSPORTATION BOARD

RE: ABEN01001

Dear Secretary,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a Memorandum of Lease Agreement dated as **October 16, 2009**, a primary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement.

Lessee: Abengoa Bioenergy Maple LLC
16150 Main Circle Street
Suite 300
Chesterfield, MO 63017
Attn: Executive Vice President

Lessor: The CIT Group/Equipment Financing, Inc.
30 South Wacker Drive, Suite 3000
Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is: Railcars within the Series **CTCX 731755 THRU CTCX 732819 (non inclusive)** and **DBUX 302994 THRU 303001 (NON INCLUSIVE)**, particularly set forth in the equipment schedule attached to this document.

A short summary of the document to appear in the index is: **Memorandum of Railcar Lease.**

Kindly return stamped copies of the enclosed document to the undersigned.

Best regards,

/s

Sean Dougherty
AVP, Contracts
CIT Rail

Enclosures

CIT RAIL
30 South Wacker Drive
Suite 3000
Chicago, IL 60606

t: 312.906.5785 f: 312.906.5833
sean.dougherty@cit.com

MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 16th day of October 2009, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 South Wacker Drive, Suite 3000, Chicago, Illinois 60606 (the "Lessor"), and ABENGOA BIOENERGY MAPLE LLC, a Missouri limited liability company, with an address at 16150 Main Circle Drive, Suite 300, Chesterfield, MO 63017 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee are parties to that certain Master Railcar Lease (the "Master Lease") dated as of August 31, 2009 and Schedule No. 01 thereto dated as of October 16, 2009 (the "Schedule"; the Schedule and the Master Lease to the extent relating to the Schedule, are hereinafter referred to as the "Lease") covering the equipment listed on Schedule A hereto (the "Equipment"), and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written,

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: [Signature]
Name: Jeffrey T Lytle
Title: SVP Sales

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

ABENGOA BIOENERGY MAPLE LLC

By: [Signature]
Name: Stephanie M. Bannerman
Title: Executive Vice President

**Abengoa Bioenergy Maple LLC
(ABEN01001)**

250-30,000 gallon capacity 59' to 62' in length tank cars

CAR_INITIAL	CAR_NUMBER
CTCX	731755
CTCX	731758
CTCX	731767
CTCX	731768
CTCX	731769
CTCX	731770
CTCX	731772
CTCX	731785
CTCX	731786
CTCX	731787
CTCX	731788
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CTCX	732815
CTCX	732816
CTCX	732817
CTCX	732819
DBUX	302994
DBUX	302995
DBUX	302996
DBUX	302998
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Total Cars: 250